

COMPTROLLER FILE No. **295690**

RULES AND REGULATIONS of the BURKE-GILMAN  
PLACE PDA

Filed April 30 1987  
Norward Brooks, City Comptroller

By Theresa Dunbar Deputy

**ACTION OF THE COUNCIL**

Referred	To
Referred	To
Referred	To
Reported	Disposition
Re-referred	To
Reported	Disposition

**REPORT OF COMMITTEE**

Honorable President:

Your

to which was referred the within  
would respectfully report that we have considered the same and respectfully recommend

RULES AND REGULATIONS  
OF  
BURKE-GILMAN PLACE  
PUBLIC DEVELOPMENT AUTHORITY

FILED  
1997 APR 30 PM 12:00

ARTICLE I  
COMPTROLLER AND CITY CLERK

BOARD

Section 1. Qualifications for Board Membership

The Board may adopt a rule defining qualifications for membership on the Board as long as they are consistent with State and City laws and the Charter of the Authority.

Section 2. Removal from Office

The Board, by majority vote, may declare a position vacant if a Board member is absent from three consecutive regular meetings and was not previously excused by the Board Chairperson or if a board member is absent from more than five regular meetings in a twelve-month period, whether excused by the Board Chairperson or not. A vacancy so created will be filled as prescribed in Article I Section 3 of these Rules and Regulations.

ARTICLE II

MEETINGS OF THE BOARD

Section 1. Regular Meetings

Regular meetings of the Board shall be held once a month on the 4th Monday of each month at 4:30 p.m.; provided, however, that the Board may alter such regular meeting time and place by resolution. If the regular meeting falls on a legal holiday, the meeting shall be held the next day at the same time.

Section 2. Special Meetings

A special meeting may be called at any time by the Chairperson or by a majority of Board members following the notice requirements prescribed in Article II Section 3 of these Rules and Regulations.

Section 3. Notice of Meetings

No notice of regular meetings shall be required, except for the first regular meeting after any change in the time or place of such meeting adopted by resolution of the Board. Notice of such changed regular meeting, and notice of all special meetings, shall be given by the Secretary/Treasurer or by the person or persons calling the meeting by personally delivering or by mailing written notice of the meeting at least twenty-four (24) hours prior to such meeting.

The call and notice of all special meetings shall specify the time and place of all special meetings and the business to be transacted. Final disposition shall not be taken by the Board on any other matters at such special meetings. At any regular meeting of the Board, any business may be transacted and the Board may exercise all of its powers.

#### Section 4. Waiver of Notice

Notice as provided in Section 3 hereof may be dispensed with: 1) as to any member of the board who at, or prior to the time the meeting convenes, files with the Board a written waiver of notice, or who is actually present at the meeting at the time it convenes; and 2) as to meetings called to deal with an emergency involving an injury or damage to persons or property, or the likelihood of such injury or damage, where time requirements of such notice would make notice impractical and increase the likelihood of such injury or damage.

#### Section 5. Open Meetings

All meetings of the Board shall be held and conducted in accordance with the Open Public Meeting Act RCW 42.30.010 et seq, (as now or hereafter amended) and special meetings must be called as provided herein. The Board may hold executive sessions to consider matters enumerated in RCW 42.30.110 or as otherwise provided by law and shall enter the cause therefor in its minutes.

#### Section 6. Proxies Prohibited

No Board member may vote on any Board business by proxy or by mail.

### ARTICLE III

#### OFFICERS AND COMMITTEES

##### Section 1. Officers Designated

The officers of the Authority shall be a chairperson, vice chairperson, and secretary/-treasurer, each of whom shall be elected by the Board. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board. No person may simultaneously hold more than one office. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Board may prescribe.

##### Section 2. Election, Qualifications, and Terms of Office

Each of the officers shall be elected by the Board from among its members. The officers shall be elected by the Board at the first regular meeting after the term of new or reappointed Board member commences for a two-year term and each officer shall hold office during this said two-year term and until his or her successor is elected. The first officers of the Board shall be elected by the Board at its organizational meeting.

##### Section 3. Powers and Duties

Chairperson. The chairperson shall exercise the usual executive powers pertaining to the office of chairperson. He or she shall be the chief executive officer of the Authority and shall preside at all meetings of the Board and shall schedule and develop the agendas of all Board meetings. He or she shall be the designated agent of the Authority to receive service of process. When authorized by the Board he or she shall have the power to sign and execute all deeds, contracts, or like instruments in the name of the Authority. All such instruments shall be effective, valid, and binding upon his or her signature alone, without the necessity of adding thereto the signature of any other officer or officers of the Authority unless Seattle Municipal Code 3.110 (as now or hereafter amended) requires otherwise or unless otherwise required by the Charter. The chairperson with the

concurrence of the Secretary/Treasurer shall have the authority to endorse for transfer in blank or otherwise in any stocks, bonds, securities, or evidences of indebtedness owned or standing in the name of the Authority. He or she shall provide leadership to the Board and ensure that the Authority's activities are consistent with the Charter and these Rules and Regulations. He or she shall appoint the members of all Board committees. He or she will review annually the performance of the executive director and report on this review to the Board in executive session.

Vice Chairperson. The Vice Chairperson shall act in place of the Chairperson in the absence of the Chairperson or upon the disability or refusal of the Chairperson to act. The Vice Chairperson shall have such other duties as the Chairperson and Board shall designate.

Secretary/Treasurer. The Secretary/Treasurer shall be responsible for notices of all meetings of the Board, for keeping its minutes, for custody of the Authority's seal and records, for affixing the corporate seal and signing with the Chairperson of the Board such instruments as require the seal or the Secretary/Treasurer's signature. The Secretary/Treasurer shall have the care and custody of, and be responsible for, all funds and investments of the Authority, and shall cause regular books of account to be kept. He or she shall cause all funds and other valuable effects to be deposited in the name of Authority in such depositories as may be required by law, or, if not required, as designated by the Board. The Secretary/Treasurer shall be responsible for drawing all checks and drafts and other financial instruments, but may delegate ministerial functions to the Executive Director. The Secretary/Treasurer shall submit to the Board each month for the Board's approval all vouchers to be paid in the coming month. In general, he or she shall perform all of the duties incident to the office of Secretary/Treasurer. The Secretary/Treasurer, together with any other officer of the Authority responsible for accounts and finances, shall file a fidelity bond in an amount determined by the Board before taking office, and may hold office only so long as such bond continues in effect.

#### Section 4. Removal

A majority of the Board's voting membership may remove any officer from an office established in Section 3 or another rule for cause. It shall first give the affected officer a reasonable notice of the alleged cause and an opportunity to be heard, provided, the Board may suspend an officer, effective immediately pending a hearing whenever in its judgment the best interests of the Authority require immediate action.

#### Section 5. Vacancies

The Board shall fill any office that becomes vacant with a successor who shall hold office for the unexpired term and until his or her successor shall have been duly elected and qualified.

#### Section 6. Appointment of Committees

The Board may, by resolution, designate one or more committees.

### ARTICLE IV

#### ADMINISTRATIVE PROVISIONS

##### Section 1. Fiscal Year

The Authority's fiscal year shall begin on January 1 and end on December 31.

Section 2. Amendment of Rules and Regulations

Subject to the provisions of Article XII, Section 2 of the Charter, these Rules and Regulations may be amended, altered, or repealed by the affirmative vote of a majority of the whole Board at any regular or special meeting of the Board.

LG/fu  
9/12/83